

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Chapter 11
)	
CELSIUS NETWORK LLC, <i>et al.</i> , ¹)	Case No. 22-10964 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**TWELFTH DECLARATION OF GREGORY F. PESCE
IN SUPPORT OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS' APPLICATION FOR ENTRY OF
AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF WHITE & CASE LLP AS COUNSEL EFFECTIVE AS OF JULY 29, 2022**

I, Gregory F. Pesce, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner of the firm of White & Case LLP ("**White & Case**" or the "**Firm**"), an international law firm, which maintains offices for the practice of law at, among other locations, 111 South Wacker Drive, Suite 5100, Chicago, Illinois 60606. Among other admissions, I am a member in good standing of the Bar of the State of Illinois, and I have been admitted to practice in Illinois. I have been admitted *pro hac vice* in connection with the above-captioned cases. There are no disciplinary proceedings pending against me in any jurisdiction.

2. I submit this twelfth declaration (the "**Twelfth Declaration**") pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 2014(a) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rules

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 USA LLC (9450); GK8 Ltd. (1209); and GK8 UK Limited (0893). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

2014-1, 2016-1, and Rule 9013-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”) in support of the *Official Committee of Unsecured Creditors’ Application for Entry of an Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of July 29, 2022* [Docket No. 603] (the “**Application**”) for the Official Committee of Unsecured Creditors (the “**Committee**”).² My first declaration was submitted as Exhibit B to the Application (the “**First Declaration**”). My second declaration was filed on September 14, 2022 [Docket No. 814] (the “**Second Declaration**”). My third declaration was filed on October 27, 2022 [Docket No. 1215] (the “**Third Declaration**”). My fourth declaration was filed on December 16, 2022 [Docket No. 1727] (the “**Fourth Declaration**”). My fifth declaration was filed on February 17, 2023 [Docket No. 2100] (the “**Fifth Declaration**”). My sixth declaration was filed on February 24, 2023 [Docket No. 2140] (the “**Sixth Declaration**”). My seventh declaration was filed on April 25, 2023 [Docket No. 2533] (the “**Seventh Declaration**”). My eighth declaration was filed on May 5, 2023 [Docket No. 2589] (the “**Eighth Declaration**”). My ninth declaration was filed on September 27, 2023 [Docket No. 3590] (the “**Ninth Declaration**”). My tenth declaration was filed on September 28, 2023 [Docket No. 3625] (the “**Tenth Declaration**”). My eleventh declaration was filed on October 28, 2023 [Docket No. 3934] (the “**Eleventh Declaration**” and, collectively, the “**Prior Declarations**”).

3. On September 15, 2022, the Court entered the *Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of July 29, 2022* [Docket No. 829] (the “**Retention Order**”).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application or the *Joint Chapter 11 Plan of Reorganization of Celsius Network LLC and its Debtor Affiliates* [Docket No. 3319] (the “**Plan**”).

4. To the extent that White & Case determines that any information disclosed herein requires amendment or modification upon White & Case's completion of further analysis or as additional information becomes available to it, a supplemental declaration will be submitted to the Court reflecting same. Except as otherwise noted, I have personal knowledge of the matters set forth herein.³

5. As noted in the Prior Declarations, White & Case has reviewed and will continue to review its files periodically during these chapter 11 cases with respect to known and newly-identified parties in interest. If any new relevant facts or relationship are discovered or arise, White & Case will use reasonable efforts to identify such developments and will promptly file a supplemental declaration.

Required Disclosures Regarding Rate Increases

6. The Retention Order provides: "Prior to any increases in White & Case's rates for any individual retained by White & Case and providing services in these cases, White & Case shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors and the United States Trustee. The supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether White and Case's client has consented to the rate increase." [Docket No. 829 ¶ 7].

7. I submit this Twelfth Declaration to comply with the above requirement as it applies to White & Case's forthcoming hourly rate adjustment in the normal course of the Firm's business, effective on January 1, 2024.

8. As disclosed in my Fourth Declaration, for 2023, the hourly rates charged by White

³ Certain of the disclosures herein relate to matters within the knowledge of attorneys or employees of White & Case and are based on information provided by them.

& Case in its U.S. offices range from \$1,370 to \$2,100 for partners, \$1,310 for counsel, \$740 to \$1,270 for associates, and \$215 to \$640 for paraprofessionals (the “**2023 Rates**”).

9. Effective on January 1, 2024, the hourly rates charged by White & Case in its U.S. offices will range from \$1,510 to \$2,300 for partners, \$1,470 for counsel, \$795 to \$1,430 for associates, and \$345 to \$650 for paraprofessionals (the “**2024 Rates**”).

10. As set forth in my First and Fourth Declarations, White & Case’s hourly rates are subject to adjustment in the normal course of the Firm’s business. The 2024 Rates will be White & Case’s standard rates in its U.S. offices. The 2024 Rates are set at a level designed to fairly compensate White & Case for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. It is White & Case’s normal course of business to consider economic and other conditions. Along such lines, with respect to the 2024 Rates, White & Case notes that, while lower than in 2022, inflation measured in 2023 remained elevated and that White & Case has not raised its rates since January 1, 2023. I submit that White & Case’s 2024 Rates are consistent with the rates charged by other firms rendering comparable services.

11. Before submitting this Twelfth Declaration, I shared the 2024 Rates with the Committee.

12. In accordance with section 330(a)(3)(F) of the Bankruptcy Code, I submit that the 2024 Rates, for the reasons set forth above, are reasonable based on the customary compensation charged by practitioners of comparable seniority, distinction, skill, and expertise in cases other than cases under the Bankruptcy Code, reflect economic and other conditions, and are consistent with rates charged by peer law firms.

Reaffirmation of Statement of Disinterestedness

13. Based on the foregoing, to the best of my knowledge and insofar as I have been able to ascertain, (a) White & Case is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, (b) White & Case holds no interest adverse under section 1103(b) of the Bankruptcy Code, and (c) White & Case has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Application, the Prior Declarations, or this Twelfth Declaration. Accordingly, I respectfully submit that the requirements for White & Case’s retention as attorneys for the Committee have been met.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: December 15, 2023
Chicago, Illinois

/s/ Gregory F. Pesce
Gregory F. Pesce
Partner, White & Case LLP